

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to this cover.

ACTION REQUIRED BY HULISANI SHAREHOLDERS

- If you are in any doubt as to what action you should take, you should consult your CSDP, Broker, banker, legal advisor, accountant or other professional advisor immediately.
- If you have disposed of all of your Shares, please forward this Circular together with the attached form of proxy (*yellow*), to the purchaser to whom, or the CSDP or Broker or agent through whom the disposal was effected.
- Shareholders who hold Dematerialised Shares through a CSDP or Broker who wish to attend the General Meeting must request their CSDP or Broker to provide them with a letter of representation to attend the General Meeting or must instruct their CSDP or Broker to vote on their behalf in terms of their respective agreements with their CSDP or Broker.
- Shareholders of Hulisani are referred to page 2 of this Circular, which sets out the action required by them in respect of the Specific Issue set out in this Circular.
- The Company does not accept any responsibility and will not be held liable for any failure on the part of the CSDP or Broker of any holder of Dematerialised Shares to notify such Shareholder of the action required of them in respect of the Specific Issue set out in this Circular.



Hulisani Limited

(Incorporated in the Republic of South Africa)
(Registration number 2015/363903/06)
Share code: HUL ISIN: ZAE000212072
("HULISANI" or "the Company")

CIRCULAR TO HULISANI SHAREHOLDERS

relating to:

- the amendment of the Investment Policy;

and incorporating:

- the Notice of General Meeting of Hulisani Shareholders; and
- a form of proxy in respect of the General Meeting (*yellow*) for use by Certificated Shareholders and Dematerialised Shareholders with "own-name" registration only.

Corporate Advisor and Sponsor



PSG CAPITAL

Date of issue: 14 December 2017

This Circular is available in English only. Copies of this Circular may be obtained during normal business hours from the registered office of Hulisani and the offices of PSG Capital at their respective addresses set out in the "Corporate Information and Advisors" section of this Circular from Thursday, 14 December 2017 until Wednesday, 17 January 2018 (*both days inclusive*). This Circular will also be available on the Company's website at www.hulisani.co.za from Thursday, 14 December 2017.

CORPORATE INFORMATION AND ADVISORS

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to this corporate information and advisors section.

Registered Office

4th Floor, North Tower
90 Rivonia Road
Sandton, 2196
(PO Box 784583, Sandton, 2146)

Company Secretary

ER Goodman Secretarial Services CC
Houghton Estate Office Park
2nd Floor, Palm Grove
2 Osborn Road
Houghton, 2198

Date and place of incorporation

13 October 2015, South Africa

Corporate Advisor and Sponsor

PSG Capital Proprietary Limited
(Registration number 2006/015817/07)
2nd Floor, Building 3, 11 Alice Lane
Sandown, 2196
(PO Box 650957, Benmore, 2010)
and at

1st Floor
Ou Kollege Building
35 Kerk Street
Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

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ATTACHED

Notice of General Meeting of Hulisani Shareholders

Form of proxy (*yellow*) in respect of the General Meeting (only for use by Certificated Shareholders and Dematerialised Shareholders who have selected "Own-name Registration")

ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to the following action required by Hulisani Shareholders.

Please take careful note of the following provisions regarding the action required by Hulisani Shareholders.

THE GENERAL MEETING

The implementation of the Specific Issue is subject to, *inter alia*, Hulisani Shareholders passing the requisite resolutions at a general meeting of Hulisani Shareholders to be held at 10:00 on Wednesday, 17 January 2018 at 4th Floor, North Tower, 90 Rivonia Road, Sandton.

A notice convening the General Meeting is attached hereto and forms part of this Circular.

1. IF YOU HOLD DEMATERIALISED SHARES:

1.1 **Own-name Registration**

You are entitled to attend, or be represented by proxy, and may vote at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy (*yellow*), in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Monday, 15 January 2018.

1.2 **Other than Own-name Registration**

If your CSDP or Broker does not contact you, you are advised to contact your CSDP or Broker and provide them with your voting instructions. If your CSDP or Broker does not obtain instructions from you, they will be obliged to vote in accordance with the instructions contained in the Custody Agreement concluded between you and your CSDP or Broker. You must **not** complete the attached form of proxy (*yellow*). In accordance with the Custody Agreement between you and your CSDP or Broker you must advise your CSDP or Broker timeously if you wish to attend, or be represented at the General Meeting. Your CSDP or Broker will be required to issue the necessary letter of representation to you to enable you to attend, or to be represented at the General Meeting.

2. IF YOU HOLD CERTIFICATED SHARES

You are entitled to attend, or be represented by proxy, and may vote at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy (*yellow*), in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, (PO Box 61051, Johannesburg, 2107) by no later than 10:00 on Monday, 15 January 2018.

Hulisani does not accept responsibility and will not be held liable for any failure on the part of the CSDP or Broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be conducted thereat.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to this salient dates and times section.

| | |
|---|----------------------------|
| Record date to determine which Shareholders are eligible to receive the Circular | Friday, 8 December 2017 |
| Circular containing notice of General Meeting and form of proxy (<i>yellow</i>) posted to Shareholders and announced on SENS on | Thursday, 14 December 2017 |
| Last day to trade in order to be eligible to vote at the General Meeting | Tuesday, 9 January 2018 |
| Record date to be eligible to vote at the General Meeting | Friday, 12 January 2018 |
| Last day to lodge forms of proxies in respect of the General Meeting by 10:00 on | Monday, 15 January 2018 |
| General Meeting of Hulisani Shareholders to be held at 10:00 on | Wednesday, 17 January 2018 |
| Results of the General Meeting released on SENS on | Wednesday, 17 January 2018 |

Note:

1. The above dates and times are subject to change. Any such change will be released on SENS. All times are South African standard times.
2. Hulisani Shareholders are referred to page 2 of this Circular for information on the action required to be taken by them.
3. A form of proxy (*yellow*) may be handed to the Chairman of the General Meeting prior to the exercise of the voting rights in terms thereof in respect of the resolution in question.
4. If the General Meeting is adjourned or postponed, forms of proxy (*yellow*) submitted in respect of the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates otherwise, reference to the singular shall include the plural and *vice versa*, words denoting one gender include the others, words and expressions denoting natural persons include juristic persons and associations of persons and the words and expressions in the first column have the meanings stated opposite them in the second column.

| | |
|--|---|
| “Board” or “Directors” | the board of directors of Hulisani set out on page 6 of this Circular; |
| “Broker” | any person registered as a “broking member (equities)” in terms of the Rules of the JSE and in accordance with the provisions of the Financial Markets Act; |
| “Business Day” | any day, other than a Saturday, Sunday or official public holiday in South Africa; |
| “cents” | South African cents; |
| “Certificated Shareholders” | Hulisani Shareholders who hold Certificated Shares; |
| “Certificated Shares” | Hulisani Shares which have not been Dematerialised, title to which is represented by a share certificate or other Document of Title; |
| “Circular” | this circular dated Thursday, 14 December 2017, incorporating, annexures, the notice of General Meeting and a form of proxy (<i>yellow</i>) and distributed to Hulisani Shareholders; |
| “Company” or “Hulisani” | Hulisani Limited, registration number 2015/363903/06, a public company with limited liability duly incorporated under the laws of South Africa, the Shares of which are listed on the main board of the JSE; |
| “Companies Act” | the Companies Act, 2008, No. 71 of 2008, as amended and including the Companies Regulations, 2011; |
| “CSDP” | a central securities depository participant registered in terms of the Financial Markets Act, with whom a beneficial holder of Hulisani Shares holds a dematerialised share account; |
| “Custody Agreement” | the agreement which regulates the relationship between the CSDP or Broker and each beneficial holder of Dematerialised Shares; |
| “Dematerialise” | the process whereby share certificates or other physical Documents of Title are replaced with electronic records evidencing ownership of shares for the purposes of Strate; |
| “Dematerialised Shares” | Hulisani Shares which have been Dematerialised and incorporated into the Strate system; |
| “Dematerialised Shareholders” | Hulisani Shareholders who hold Dematerialised Shares; |
| “Dematerialised own-name Shareholders” | Hulisani Shareholders who hold Dematerialised Shares and who have instructed their CSDP to hold their Hulisani Shares in their own name on the sub-register; |
| “Documents of Title” | share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to the Hulisani Shares in question acceptable to the Board; |
| “EPC” | engineering, procurement and construction; |
| “Financial Markets Act” | the Financial Markets Act, No. 19 of 2012; |
| “General Meeting” | the general meeting of Hulisani Shareholders to be held at 4th Floor, North Tower, 90 Rivonia Road, Sandton on Wednesday, 17 January 2018 at 10:00, convened in terms of the notice of general meeting attached to, and forming part of, this Circular; |
| “IPP” | independent power producer; |

| | |
|---|---|
| “JSE” | the exchange operated by the JSE Limited, registration number 2005/022939/06, a public company with limited liability incorporated under the laws of South Africa and licensed as an exchange under the Financial Markets Act; |
| “JSE Listings Requirements” | the Listings Requirements of the JSE; |
| “Last Practicable Date” | the last practicable date before finalisation of this Circular, which date was 15 September 2016; |
| “MOI” | the memorandum of incorporation of the Company; |
| “Hulisani Shares” or “Shares” | ordinary shares of no par value in the issued share capital of the Company; |
| “Hulisani Shareholders” or “Shareholders” | holders of Hulisani Shares, which includes Certificated Shareholders, Dematerialised Shareholders and Dematerialised own-name Shareholders; |
| “Own-name Registration” | the registration of Hulisani Shareholders who hold Hulisani Shares that have been Dematerialised and are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Hulisani Shareholder; |
| “PSG Capital” | PSG Capital Proprietary Limited, registration number 2006/015817/07, a private company with limited liability duly incorporated under the laws of South Africa, being the corporate and designated advisor to Hulisani; |
| “Rand” or “R” | South African Rand; |
| “Register” | the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Shareholders maintained by the relevant CSDP’s; |
| “SENS” | the Stock Exchange News Service of the JSE; |
| “South Africa” | the Republic of South Africa; |
| “Strate” | Strate Proprietary Limited, registration number 1998/022242/07, a private company with limited liability duly incorporated under the laws of South Africa and which is a registered central securities depository responsible for the electronic custody and settlement system used by the JSE; |
| “Transfer Secretaries” | Computershare Investor Services Proprietary Limited, registration number 2004/003647/07, a limited liability private company incorporated in accordance with the laws of South Africa; and |
| “VAT” | Value added tax as defined in the Value Added Tax Act, 1991, as amended. |



Hulisani Limited

(Incorporated in the Republic of South Africa)

(Registration number 2015/363903/06)

Share code: HUL ISIN: ZAE000212072

("HULISANI" or "the Company")

Directors

Executive

ME Raphulu (*Chief Executive Officer*)

MF Modau (*Chief Investment Officer*)

MP Dem (*Chief Financial Officer*)

Non-executive

PC Mdoda (*Chairman*)*

HH Schaaf *

MH Zilimbola#

B Marx *

AV Notshe#

NP Gosa*

DR Hlatshwayo*

* Independent

Non-independent

CIRCULAR TO HULISANI SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

1.1 Introduction

Investment Policy Amendment

1.1.1 Shareholders are referred to the Company's investment policy approved in general meeting on 20 March 2017.

1.1.2 Following the approval of the initial investment policy, the Company has decided to update and enhance its investment policy. The amended investment policy is fully set out in paragraph 2 below. This revised investment policy is subject to the approval of Hulisani shareholders in terms of section 15 of the JSE Listings Requirements.

1.1.3 In terms of section 15 of the JSE Listings Requirements, shareholder approval will not be required by shareholders of investment entities in terms of section 9 of the JSE Listings Requirements provided transactions are concluded in the ordinary course of business.

1.1.4 All transactions by investment entities must be categorised and any transaction equal to or exceeding 10% must be announced pursuant to the provisions of section 9 JSE Listings Requirements. In respect of transactions less than 10% issuers must consider the application of the general obligation of disclosure pursuant to paragraph 3.4(a) JSE Listings Requirements in the event that any transaction constitutes price sensitive information (applied individually or on a cumulative basis).

1.1.5 The exclusion provided above will not apply:

1.1.5.1 to related party transactions irrespective whether the transaction/s are in the ordinary course of business; and

1.1.5.2 to transactions not concluded in the ordinary course of business pursuant to the investment policy.

1.2 Purpose of this Circular

The purpose of this Circular is to:

- 1.2.1 provide Shareholders with the Company's updated investment policy; and
- 1.2.2 convene a General Meeting of Shareholders in terms of the Notice of General Meeting attached to and forming part of this Circular to consider and, if deemed fit, approve the amended investment policy.

2. **AMENDED INVESTMENT POLICY**

- 2.1.1 Introduction – Hulisani was established to pursue the acquisition of, and investment in, energy assets (energy generation, distribution and transmission infrastructure and energy value chain assets) located in South Africa and greater sub-Saharan Africa in the short term and other emerging market assets in the medium to long term.
- 2.1.2 Rationale – Energy assets have the following characteristics that make them attractive investments.
 - 2.1.2.1 Stable cash flows and economic insensitivity
 - 2.1.2.2 Diversification benefits: As a result of low usage volatility, economic insensitivity, and inflation-protection characteristics, a portfolio of infrastructure assets has low correlation to other major asset classes resulting in compelling diversification benefits. (Most PPA tariffs are linked to inflation)
 - 2.1.2.3 Attractive long-term returns: The services provided by energy and infrastructure assets are essential for the functioning of a society and growth thereof.
 - 2.1.2.4 Inflation protection: Tariffs charged are determined by regulators, Power Purchase Agreements and other long-term contracts with the ability to increase rates at some level linked to inflation (CPI link) over time.
- 2.1.3 Investment objectives
 - 2.1.3.1 Distributions – pay biannual dividends.
 - 2.1.3.2 To provide total return through a combination of dividends, current gains through optimisation and long-term capital appreciation.
 - 2.1.3.3 In order to achieve the investment objectives, Hulisani will be involved in the active management of the portfolio to enhance returns and optimise the investment further.
 - 2.1.3.4 Provide a long-term net return that is double that of inflation at the time of signing of any acquisition agreement.
 - 2.1.3.5 Should opportunities to dispose of assets in the short term be financially beneficial, assets may be disposed of.
- 2.1.4 Investment parameters and scope
 - 2.1.4.1 Geographic Scope – South Africa and sub-Saharan Africa in the short term, and other emerging markets in the medium to long term.
 - 2.1.4.2 Industries – Energy assets
 - 2.1.4.2.1 Solar energy
 - 2.1.4.2.2 Wind energy
 - 2.1.4.2.3 Geothermal energy
 - 2.1.4.2.4 Hydrogen energy
 - 2.1.4.2.5 Hydroelectric energy

- 2.1.4.2.6 Biomass Energy
- 2.1.4.2.7 Gas to Power
- 2.1.4.2.8 Clean Coal
- 2.1.4.3 Energy storage – Batteries
- 2.1.4.4 Energy distribution and transmission infrastructure – transmission and pipelines
- 2.1.4.5 Energy value chain assets feeding into IPP – manufacturing for EPC stage for energy producing projects, for example, a manufacturer of solar panels
- 2.1.4.6 Management and services to IPP assets – administration services and operations and maintenance of assets
- 2.1.5 Main focus – energy generation IPP will make up more than 70% of investment with the other complementary business that supply the value chain to enhance upside and good management of the IPP.
- 2.1.6 Key Characteristics – Predictable cash flows, inflation link, strong management teams, operational improvements and expansion, and opportunities to enhance the performance of projects.
- 2.1.7 Ownership – Control not essential as projects are structured in such way that the dividend policy is clearly defined and any excess cash is distributed out as it is customary in project finance. The Company does not invest without a board seat and is an influential minority due to the skill of its management team.
- 2.1.8 Target Equity Size – R100 million to R1 billion in each portfolio company and both minority and controlling stakes may be acquired.
- 2.1.9 Investment Horizon Long term, > 10 years, or such time horizon that would bear reference to the remaining underlying PPA of the project.
- 2.1.10 The intention is that not one asset will constitute more than 15% of the portfolio save for during the process of building the portfolio. In the long term it is expected that 70% of the portfolio will consist of renewable energy projects.
- 2.1.11 Stage of investments – Hulisani looks to invest in operational and advanced developmental stage projects, being projects that are at a stage where they are ready to bid.
- 2.1.12 Minimum requirement for advanced developmental stage and operational projects, amongst others, is a signed definitive Power Purchase Agreement by either Eskom or an Investment Grade buyer.
- 2.1.13 Sufficient guarantees/warranties by the EPC contractors are also required in order to mitigate the risks associated with delays in construction.
- 2.1.14 When investments will be disposed of – Investment Horizon Long term, > 10 years.
- 2.1.15 Growth targets – 25% per annum for the first three years and then 10%-20% per annum thereafter.
- 2.1.16 Investment process – Prior to the Board approving an investment, a potential asset is evaluated by the executive directors, approved by the Company's investment committee and undergoes certain external due diligence procedures.
- 2.1.17 Any amendment to this investment policy will require the prior approval of Hulisani shareholders in accordance with the JSE Listings Requirements

3. **COMMUNICATION OF TRANSACTIONS**

- 3.1 All transactions concluded in accordance with the investment policy will be regarded as being in the ordinary course of business, unless circumstances dictate otherwise.
- 3.2 Communications with shareholders will be made in accordance with the JSE Listings Requirements, as applicable, in respect of all related party transactions (including small related-party transactions) irrespective of whether such transactions are in the ordinary course of business or not, and will be announced on SENS.

- 3.3 Communications with shareholders will be made in accordance with the JSE Listings Requirements, as applicable, in respect of all non-related-party transactions, except that no circulars will be required for any size transaction unless the transaction is a related party transaction or if it falls outside of the parameters of this investment policy, and as long as the requirements of paragraph 4.2 are met, and will be announced on SENS.
- 3.4 Notwithstanding the provisions of paragraphs 3.2 and 3.3, the information required to be disclosed for a prelisting statement must be provided if required by the JSE Listings Requirements; and the JSE Listings Requirements will apply if any transaction is categorised as a reverse takeover in terms of the JSE Listings Requirements.
- 3.5 All transactions will be summarised for shareholders in the interim and final results announcements and in the integrated annual report.

4. DIRECTORS' RECOMMENDATION

- 4.1 The Directors have considered the Investment Policy and are of the opinion that the terms thereof are fair and reasonable and in the interests of Hulisani Shareholders.
- 4.2 The Directors recommend that Hulisani Shareholders vote in favour of the resolution approving the Investment Policy, to be proposed at the General Meeting.
- 4.3 The Directors, in their personal capacities, intend to vote the Hulisani Shares held by them in favour of the resolution approving the Investment Policy, to be proposed at the General Meeting.

5. ADVISORS' CONSENTS

The parties referred to in the "Corporate Information and Advisors" section on the inside front cover of this Circular have consented in writing to act in the capacities stated and to their names being stated in the Circular and have not withdrawn their consents prior to the publication of the Circular.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are shown on page 6 of this Circular collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief, that there are no facts which have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made, and that this Circular contains all information required by law and the JSE Listings Requirements.

7. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Hulisani Shareholders during normal business hours at the registered office of Hulisani and at the offices of PSG Capital (the details of which appear in the "Corporate Information and Advisors" section of this Circular) from the date on which this Circular is issued until the date on which the General Meeting is held (both days inclusive):

- 13.1 the memorandum of incorporation of Hulisani and its subsidiaries;
- 13.2 the consent letter of PSG Capital referred to in paragraph 5 of this Circular;
- 13.3 the Investment Policy; and
- 13.4 a signed copy of this Circular.

Signed at Sandton by ME Raphulu on behalf of all the Directors of Hulisani Limited in terms of powers of attorneys signed by such Directors.

ME Raphulu
Chief Executive Officer

14 December 2017



Hulisani Limited

(Incorporated in the Republic of South Africa)

(Registration number 2015/363903/06)

Share code: HUL ISIN: ZAE000212072

("HULISANI" or "the Company")

NOTICE OF GENERAL MEETING OF HULISANI SHAREHOLDERS

Notice is hereby given that a general meeting of Shareholders of Hulisani ("**the General Meeting**") will be held at 10:00 on Wednesday, 17 January 2018 at 4th Floor, North Tower, 90 Rivonia Road, Sandton for the purpose of considering, and if deemed fit, passing, with or without modification, the following resolutions set out in this notice of General Meeting.

Note:

- *The definitions and interpretations commencing on page 4 of the Circular to which this notice of General Meeting is attached, apply, mutatis mutandis, to this notice of General Meeting and to the resolutions set out below.*
- *For a special resolution to be approved by Shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution. For an ordinary resolution to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution save for Ordinary Resolution Number 1, such ordinary resolution must, in terms of the JSE Listings Requirements, be supported by at least 75% of the voting rights exercised on such resolution.*

1. **ORDINARY RESOLUTION NUMBER 1 – APPROVAL OF THE INVESTMENT POLICY**

"RESOLVED that, the Investment Policy be and is hereby approved in terms of paragraphs 15.7, 15.8 and 15.9 of the JSE Listings Requirements."

Reason and effect

The reason for Ordinary Resolution Number 1 is that the approval of the Investment Policy requires the approval of Hulisani Shareholders in terms of paragraph 15.7 of the JSE Listings Requirements. The effect of Ordinary Resolution Number 1 is that the requisite approval, in terms of paragraph 15.7 of the JSE Listings Requirements, will be granted by Shareholders in order for the Investment Policy to be implemented.

2. **ORDINARY RESOLUTION NUMBER 2 – AUTHORITY OF DIRECTORS**

"RESOLVED that any Director or the company secretary be and is hereby authorised to do all such things and sign all such documentation as are necessary to give effect to the ordinary resolutions set out in this notice, hereby ratifying and confirming all such things already done and documentation already signed."

ELECTRONIC PARTICIPATION

Should any Shareholder wish to participate in the General Meeting by way of electronic participation, such Shareholder should make application to so participate, in writing (including details as to how the Shareholder or its representative can be contacted), to the Transfer Secretaries at the stated address below, to be received by the Transfer Secretaries at least 10 (ten) Business Days prior to the General Meeting in order for the Transfer Secretaries to arrange for the Shareholder (or its representative) to provide reasonably satisfactory identification to the Transfer Secretaries for purposes of section 63(1) of the Companies Act and for the Transfer Secretaries to provide the Shareholder (or its representative) with the details as to how to access any electronic participation to be provided.

The Company reserves the right to elect not to provide for electronic participation at the General Meeting in the event that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the Shareholder so accessing the electronic participation. Hulisani Shareholders are advised that participation in the General Meeting by way of electronic participation will not

entitle a Shareholder to vote through an electronic medium. Should a Shareholder wish to vote at the General Meeting, such Shareholder may do so by attending and voting at the General Meeting either in person or by proxy.

VOTING AND PROXIES

The date on which Shareholders must be recorded, as such in the Register for purposes of being entitled to receive this notice is Friday, 8 December 2017.

The date on which Shareholders must be recorded in the Register for purposes of being entitled to attend and vote at the General Meeting is Friday, 12 January 2018. Accordingly, the last day to trade to be entitled to attend and vote at the General Meeting is Tuesday, 9 January 2018.

Section 63(1) of the Companies Act requires that meeting participants provide satisfactory identification. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chairman of the General Meeting and must accordingly bring a copy of their identity document, passport or driver's licence to the General Meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.

Shareholders entitled to attend and vote at the General Meeting, may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. A form of proxy (*yellow*), in which the relevant instructions for its completion are set out, is enclosed for use by a Certificated Shareholder or Dematerialised Shareholder with "Own-name" Registration who wishes to be represented at the General Meeting. Completion of a form of proxy (*yellow*) will not preclude such Shareholder from attending and voting (in preference to that Shareholder's proxy) at the General Meeting.

By order of the Board

ME Raphulu

Chief Executive Officer

14 December 2017

Registered office

4th Floor
90 Rivonia Road
Sandton, 2196
(PO Box 784583, Sandton, 2146)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)



Hulisani Limited

(Incorporated in the Republic of South Africa)

(Registration number 2015/363903/06)

Share code: HUL ISIN: ZAE000212072

("HULISANI" or "the Company")

FORM OF PROXY – FOR USE BY CERTIFICATED AND DEMATERIALISED OWN-NAME SHAREHOLDERS ONLY

The definitions and interpretations commencing on page 4 of the circular to which this form of proxy is attached, apply, mutatis mutandis, to this form of proxy.

For use at the General Meeting of Shareholders of the Company, to be held at 10:00 on Wednesday, 17 January 2018 at 4th Floor, North Tower, 90 Rivonia Road, Sandton.

I/We (Full names in BLOCK LETTERS please)

_____ of (address) _____

Telephone number (____) _____

Cellphone number _____

Email address _____

being the registered holder(s) of:

Shares hereby appoint:

1. _____ or failing him/her

2. _____ or failing him/her

3. the Chairman of the General Meeting

as my/our proxy to vote for me/us on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the said resolutions and/or to abstain from voting in respect of the Shares of the Company registered in my/our name(s), in accordance with the following instructions (see notes):

| | Number of Shares | | |
|--|------------------|---------|---------|
| | For | Against | Abstain |
| Ordinary Resolution Number 1 Approval of the Investment Policy | | | |
| Ordinary Resolution Number 2 Authority of Directors | | | |

Please indicate your voting instruction by way of inserting the number of Shares or by a cross in the space provided should you wish to vote all of your Shares.

Signed at _____ on _____ 2018

Signature _____

Assisted by me (where applicable) (State capacity and full name)

Each Shareholder is entitled to appoint one or more proxy(ies) (who need not be a Shareholder(s) of the Company) to attend, speak and, vote in his stead at the General Meeting.

Notes:

1. A Hulisani Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space(s) provided, with or without deleting "the Chairman of the General Meeting", but any such deletion must be initialled by the Shareholder. The person whose name stands first on the form of proxy (*yellow*) and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Shareholder is entitled to one vote on a show of hands and on a poll one vote in respect of each Share held. A resolution put to the vote shall be decided by a show of hands unless before, or on the declaration of the results of the show of hands, a poll shall be demanded by the chairman of the General Meeting or any person entitled to vote at the General Meeting.
3. A Shareholder's instructions to the proxy(ies) must be indicated by the insertion of the relevant number of Shares to be voted on behalf of that Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairman of the General Meeting, if he/she is the authorised proxy, to vote in favour of the resolutions at the General Meeting, or any other proxy to vote or to abstain from voting at the General Meeting, as he/she deems fit, in respect of all the Shares concerned. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the Shareholder or his/her proxy.
4. When there are joint registered holders of any Shares, any one of such persons may vote at the General Meeting in respect of such Shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such Shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder, in whose name any Shares stand, shall be deemed joint holders thereof.
5. Forms of proxy (*yellow*) must be completed and returned to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, (PO Box 61051, Marshalltown, 2107), so as to be received by not later than 10:00 on Monday, 15 January 2018 alternatively, such form of proxy (*yellow*) may be handed to the Chairman of the General Meeting prior to the exercise of the voting rights in terms thereof in respect of the resolution in question.
6. Any alteration or correction made to this form of proxy (*yellow*) must be initialled by the signatory (ies).
7. Documentary evidence establishing the authority of a person signing this form of proxy (*yellow*) in a representative capacity must be attached to this form of proxy (*yellow*) unless previously recorded by the Transfer Secretaries or waived by the Chairman of the General Meeting.
8. The completion and lodging of this form of proxy (*yellow*) will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to.
9. **Summary of rights contained in section 58 of the Companies Act**

In terms of section 58 of the Companies Act:

- a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such Shareholder;
- a proxy may delegate her or his authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;
- any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the company; and
- a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.